

Confirmation Hearing Date: June 30, 2022, at 10:00 a.m. (prevailing Eastern Time)

Lauren Macksoud
Sarah M. Schrag
DENTONS US LLP
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800
Email: lauren.macksoud@dentons.com
sarah.schrag@dentons.com

Robert Richards (admitted *pro hac vice*)
DENTONS US LLP
233 S. Wacker Drive
Suite 5900
Chicago, IL 60606
Telephone: (312) 876-8000
Facsimile: (312) 876-7934
Email: robert.richards@dentons.com

Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, *et al.*,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**TH HOLDCO LLC'S VOTING REPORT CERTIFYING ACCEPTANCES AND REJECTIONS
OF TH HOLDCO LLC'S SECOND AMENDED PLAN**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

TO: THE HONORABLE ROBERT D. DRAIN

UNITED STATES BANKRUPTCY JUDGE:

The undersigned counsel to TH Holdco LLC (“TH Holdco”),² as the designated balloting agent (the “Balloting Agent”) in these Chapter 11 Cases under TH Holdco’s Plan, hereby certifies to the Court, pursuant to § 1126 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”)³ that the Plan has been accepted or rejected as set forth below:

1. Class 1 (85 Flatbush RHO Hotel Other Priority Claims): Class 1 is unimpaired under the Plan and thus conclusively deemed to have accepted the Plan in accordance with § 1126(f).

2. Class 2 (85 Flatbush RHO Residential Other Priority Claims): Class 2 is unimpaired under the Plan and thus conclusively deemed to have accepted the Plan in accordance with § 1126(f).

3. Claim in Class 3 (TH Holdco Secured Claim): Class 3 is impaired under the Plan. TH Holdco received one (1) eligible Class 3 ballot in the amount of \$85,158,815.99⁴ voting to accept the Plan in each of the Debtors’ Chapter 11 Cases. Therefore, the Plan has been accepted by 100% in amount and 100% in number of voting creditors in Class 3.

4. Class 4 (85 Flatbush RHO Hotel Other Secured Claims): Class 4 is unimpaired under the Plan and thus conclusively deemed to have accepted the Plan in accordance with § 1126(f).

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related to 85 Flatbush RHO Mezz, LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 211] (as the same has been or maybe amended, modified, supplemented, or restated, the “Plan”).

³ Unless otherwise specifically stated, all references to “§” or “section” herein are to a § of the Bankruptcy Code.

⁴ TH Holdco inserted an asterisk after the dollar amount on their Class 3 ballot, stating, “*Claimant reserves all rights including as to post petition interest, fees and costs.” See Exhibit 1A attached hereto.

5. Class 5 (85 Flatbush RHO Residential Other Secured Claims): Class 5 is unimpaired under the Plan and thus conclusively deemed to have accepted the Plan in accordance with § 1126(f).

6. Class 6 (85 Flatbush RHO Hotel General Unsecured Claims): Class 6 is impaired under the Plan. TH Holdco received zero (0) Class 6 ballots. Class 6 is deemed to have accepted the Plan in accordance with § 1126.

7. Class 7 (85 Flatbush RHO Hotel Existing Equity Interests): Class 7 is impaired under the Plan. TH Holdco received zero (0) Class 7 ballots. Class 7 is deemed to have accepted the Plan in accordance with § 1126.

8. Class 8 (85 Flatbush RHO Residential General Unsecured Claims): Class 8 is impaired under the Plan. TH Holdco received zero (0) Class 8 ballots. Class 8 is deemed to have accepted the Plan in accordance with § 1126.

9. Class 9 (85 Flatbush RHO Residential Existing Equity Interests): Class 9 is impaired under the Plan. TH Holdco received zero (0) Class 9 ballots. Class 9 is deemed to have accepted the Plan in accordance with § 1126.

10. Class 10 (85 Flatbush Mezz Other Priority Claims): Class 10 is impaired under the Plan. TH Holdco received zero (0) Class 10 ballots. Class 10 is deemed to have accepted the Plan in accordance with § 1126.

11. Class 11 (85 Flatbush Mezz Claims): Class 11 is impaired under the Plan. TH Holdco received one (1) eligible Class 11 ballot in the amount of \$7,787,500.00 voting to accept the Plan in Debtor 85 Flatbush RHO Mezz LLC's Chapter 11 Case.⁵ Therefore, the Plan has been accepted by 100% in amount and 100% in number of eligible voting creditors in Class 11.

⁵ TH Holdco, as agent and holder of power of attorney for 85 Flatbush Mezz LLC, cast a Class 11 ballot to accept the Plan on May 27, 2022, and then sent 85 Flatbush Mezz LLC notice of the same. See **Exhibit 1B** attached hereto. TH

12. Class 12 (85 Flatbush Mezz Other Secured Claims): Class 12 is impaired under the Plan. TH Holdco received zero (0) Class 12 ballots. Class 12 is deemed to have accepted the Plan in accordance with § 1126.

13. Class 13 (85 Flatbush Mezz General Unsecured Claims): Class 13 is impaired under the Plan. TH Holdco received zero (0) Class 13 ballots. Class 13 is deemed to have accepted the Plan in accordance with § 1126.

14. Class 14 (Insider General Unsecured Claims): Class 14 is impaired under the Plan. TH Holdco received zero (0) Class 14 ballots. Class 14 is deemed to have accepted the Plan in accordance with § 1126.

15. Class 15 (85 Flatbush Mezz Existing Equity Interests): Class 15 is impaired under the Plan and thus conclusively deemed to have rejected the Plan in accordance with § 1126(g).

16. The ballots are attached hereto as **Exhibit 1**.

CONCLUSION

17. In conclusion, the Plan has been deemed accepted in accordance with § 1126 (and for the reasons stated in TH Holdco's brief in support of confirmation, to be filed on Monday, June 27, 2022) by Classes 1, 2, 4-10, and 12-14. (Alternatively, to the extent a determination is made that impaired Classes 6-10 and 12-14 have rejected the Plan, the Debtors request confirmation under § 1129(b).) The Plan has also been accepted in accordance with § 1126(c) by the affirmative votes of impaired Classes 3 and 11. The Plan has been conclusively deemed rejected by Class 15 in accordance with to 11 U.S.C. § 1126(g) of the Bankruptcy Code.

Holdco also received an ineligible Class 11 ballot cast by 85 Flatbush Mezz LLC in the amount of \$7,787,500.00 on June 22, 2022. See **Exhibit 1C** attached hereto. This ineligible Class 11 ballot purported to reject the Plan. For the reasons stated in TH Holdco's brief in support of confirmation, to be filed on Monday, June 27, 2022, Class 11 is deemed to accept the Plan.

Dated: June 24, 2022
New York, New York

DENTONS US LLP

/s/ Lauren M. Macksoud
Lauren M. Macksoud
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800

Counsel to TH Holdco LLC

CERTIFICATE OF SERVICE

I hereby certify that on June 24, 2022, a true and correct copy of the foregoing *TH Holdco's Voting Report Certifying Acceptances and Rejections of TH Holdco's Second Amended Plan* was caused to be served via the Court's CM/ECF system on all parties authorized to receive electronic notice in these cases and by first class U.S. Mail on the parties listed in the attached service list.

/s/ Lauren M. Macksoud
Lauren M. Macksoud

Exhibit 1

(Executed Ballots)

Exhibit 1A

(Class 3 Ballot of TH Holdco)

Lauren Macksoud
Sarah M. Schrag
DENTONS US LLP
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800
Email: lauren.macksoud@dentons.com
sarah.schrag@dentons.com

Robert Richards (admitted *pro hac vice*)
DENTONS US LLP
233 S. Wacker Drive
Suite 5900
Chicago, IL 60606
Telephone: (312) 876-8000
Facsimile: (312) 876-7934
Email: robert.richards@dentons.com

Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,¹

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT
TH HOLDCO'S CHAPTER 11 PLAN**

**BALLOT FOR VOTING
CLASS 3 - TH HOLDCO SECURED CLAIM**

¹ The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022.

If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

By the order entered on May 26, 2022 [Docket No. 210] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 212] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 211] (as may be amended, supplemented, or modified from time to time, the “Plan”).²

If you were, as of May 25, 2022, the holder of one or more Claims in Class 3 (TH Holdco Secured Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”),³ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

³ Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

HOW TO VOTE

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 3 (TH HOLDCO SECURED CLAIMS) EITHER TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **JUNE 22, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to 85FLATBUSHRHOBALLOTS@DENTONS.COM or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25th Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 3 (TH Holdco Secured Claims) Voted.** The undersigned certifies that, as of May 25, 2022, the undersigned held Class 3 (TH Holdco Secured Claims) in the following aggregate unpaid amount, which arose before the Debtors' Petition Date:

\$85,158,815.99*

*Claimant reserves all rights including as to post petition interest, fees and costs.

Item 2. **Vote.** The holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☒ **Accept the Plan**

OR

☐ **Reject the Plan**

Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and

Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured, unmatured, fixed or contingent, known or unknown, that the Debtors, their Creditors or Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 3 (TH Holdco Secured Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 3 (TH Holdco Secured Claims) identified in Item 1, (c) the holder was the holder of the Class 3 (TH Holdco Secured Claims) identified in Item 1 as of May 25, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL
BE ALLOWED.

Name of Creditor:

TH Holdco LLC

(Print or Type)

Social Security or Federal Tax ID No.: _____

Signature:  _____

Print Name: Franco Famularo

Title: Authorized Agent

(If Appropriate)

Street Address: c/o Dentons US LLP Attn: Lauren Macksoud

City, State, Zip Code: 1221 Ave. of the Americas, NY, NY 10020

Telephone Number: 212-768-5347

Email Address: lauren.macksoud@dentons.com

Date Completed: June 1, 2022

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

Future notice mailings in this Chapter 11 Case; and/or

Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL 85FLATBUSHRHOBALLOTS@DENTONS.COM. PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

Exhibit 1B

(Class 11 Ballot of TH Holdco, as Agent and Holder of Power of Attorney for 85 Flatbush Mezz
LLC)

Lauren Macksoud
Sarah M. Schrag
DENTONS US LLP
1221 Avenue of the Americas
25th Floor
New York, New York 10020
Telephone: (212) 768-6700
Facsimile: (212) 768-6800
Email: lauren.macksoud@dentons.com
sarah.schrag@dentons.com

Robert Richards (admitted *pro hac vice*)
DENTONS US LLP
233 S. Wacker Drive
Suite 5900
Chicago, IL 60606
Telephone: (312) 876-8000
Facsimile: (312) 876-7934
Email: robert.richards@dentons.com

Counsel to TH Holdco LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
85 FLATBUSH RHO MEZZ LLC, et al.,²

Debtors

Case No. 20-23280 (RDD)
Chapter 11

(Jointly Administered)

**BALLOT FOR VOTING TO ACCEPT OR REJECT
TH HOLDCO'S CHAPTER 11 PLAN**

**BALLOT FOR VOTING
CLASS 11 - 85 FLATBUSH MEZZ CLAIMS**

² The Debtors (as defined) in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

You should review the Disclosure Statement, the Plan, and the Disclosure Statement Order before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan.

VOTING DEADLINE: 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022.

If your Ballot is not received by TH Holdco (though its counsel as indicated herein) on or before the Voting Deadline and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

By the order entered on May 26, 2022 [Docket No. 210] (the “Disclosure Statement Order”), the United States Bankruptcy Court for the Southern District of New York (the “Court”) approved the *Second Amended Disclosure Statement Relating to the Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 212] (as may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) filed by TH Holdco LLC (“TH Holdco”) and authorized TH Holdco to solicit votes to accept or reject the *Second Amended Chapter 11 Plan Filed by Creditor TH Holdco LLC Related To 85 Flatbush RHO Mezz LLC, 85 Flatbush RHO Hotel LLC, and 85 Flatbush RHO Residential LLC* [Docket No. 211] (as may be amended, supplemented, or modified from time to time, the “Plan”).³

If you were, as of May 25, 2022, the holder of one or more Claims in Class 11 (85 Flatbush Mezz Claims), please use this Ballot to cast your vote to accept or reject the Plan. The Disclosure Statement, which has been approved by the Bankruptcy Court pursuant to § 1125 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”),⁴ provides information to assist you in deciding how to vote on the Plan. The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at <http://www.nysb.uscourts.gov>.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast a vote to accept or reject the Plan.

³ Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan or Disclosure Statement, as applicable.

⁴ Unless otherwise specifically stated, all references to “§” or “section” herein are to a section of the Bankruptcy Code; all references to “Bankruptcy Rule” are to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); all references to “Local Rule” are to the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

HOW TO VOTE

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 11 (85 FLATBUSH MEZZ CLAIMS) *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **JUNE 22, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to 85FLATBUSHRHOBALLOTS@DENTONS.COM or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25th Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 11 (85 Flatbush Mezz Claims) Voted.** The undersigned certifies that, as of May 25, 2022, the undersigned held Class 11 (85 Flatbush Mezz Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$7,787,500.00

Item 2. **Vote.** The holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☒ **Accept the Plan** **OR** ☐ **Reject the Plan**

Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured,

Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 certifies that (a) this Ballot is the only Ballot submitted for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (c) the holder was the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 as of May 25, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL
BE ALLOWED.

Name of Creditor:

TH Hold Co, as agent and holder of power of attorney for 85
Flatbush Mezz LLC
(Print or Type)

Social Security or Federal Tax ID No.: _____

Signature: 

Print Name: Franco Famularo

Title: Authorized Agent

(If Appropriate)

Street Address: 1991 Broadway St., Suite 100

City, State, Zip Code: Redwood City, CA 94063

Telephone Number: _____

Email Address: ffamularo@ohanare.com

Date Completed: May 27, 2022

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case

This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL 85FLATBUSHRHOBALLOTS@DENTONS.COM. PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE

Exhibit 1C

(Ineligible Class 11 Ballot of 85 Flatbush Mezz LLC)

HOW TO VOTE

1. COMPLETE ITEMS 1 AND 2.
2. REVIEW THE CERTIFICATIONS CONTAINED IN ITEM 3.
3. **SIGN AND DATE THE BALLOT AND FILL OUT THE OTHER REQUIRED INFORMATION.**
4. YOU MUST VOTE THE FULL AMOUNT OF ALL OF YOUR CLASS 11 (85 FLATBUSH MEZZ CLAIMS) *EITHER* TO ACCEPT OR TO REJECT THE PLAN. YOU MAY NOT SPLIT YOUR VOTE.
5. **ANY EXECUTED BALLOT RECEIVED THAT DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE PLAN OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN WILL NOT BE COUNTED.**
6. IN ORDER FOR YOUR VOTE TO BE COUNTED, YOUR SIGNED BALLOT MUST BE PROPERLY COMPLETED AND ACTUALLY RECEIVED BY TH HOLDCO (THROUGH ITS COUNSEL AS INDICATED HEREIN) NO LATER THAN **JUNE 22, 2022 AT 4:00 P.M. (PREVAILING EASTERN TIME).**
7. TO SUBMIT YOUR BALLOT, YOU MUST SEND THE BALLOT (a) electronically via email to 85FLATBUSHRHOBALLOTS@DENTONS.COM or (b) by mail or courier to Dentons US LLP - 85 Flatbush Balloting, 1221 Avenue of the Americas, 25th Floor, New York NY 10020, Attn: Sarah M. Schrag.

Item 1. **Amount of Class 11 (85 Flatbush Mezz Claims) Voted.** The undersigned certifies that, as of June 22, 2022, the undersigned held Class 11 (85 Flatbush Mezz Claims) in the following aggregate unpaid amount, which arose before the Debtor's Petition Date:

\$7,787,500.00

Item 2. **Vote.** The holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 votes as follows (check one box only—if you do not check a box or if you check both boxes, your vote will not be counted):

☐ Accept the Plan OR ☒ Reject the Plan

Except as otherwise provided in the Plan, upon the Effective Date, in consideration of the Cash and other property to be distributed to or on behalf of the holders of Claims and Interests under the Plan, the Plan shall be deemed to resolve all disputes and constitute a settlement and release, between and among the Debtors, on the one hand, and each Creditor and Interest Holder, on the other, from any claim or liability, whether legal, equitable, contractual, secured, unsecured, liquidated, unliquidated, disputed, undisputed, matured,

Interest Holders ever had or now have through the Effective Date in connection with their Claim or Interest (including, without limitation, any claims the Debtors may assert on their own behalf or on behalf of Creditors or Interest Holders pursuant to §§ 510 and 542 through 553 of the Bankruptcy Code, any claims Creditors or Interest Holders may have asserted derivatively on behalf of the Debtors absent bankruptcy, any claims based on the conduct of the Debtors' business affairs prior or subsequent to the commencement of the Cases or any claims based on the negotiation, submission and confirmation of the Plan.

IN CONNECTION WITH THE FOREGOING, PLEASE CAREFULLY REVIEW THE FOLLOWING:

- Item 3. **Certification.** By returning this Ballot, the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 certifies that (a) this Ballot is the only legitimate Ballot submitted for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (b) it has full power and authority to vote to accept or reject the Plan for the Class 11 (85 Flatbush Mezz Claims) identified in Item 1, (c) the holder was the holder of the Class 11 (85 Flatbush Mezz Claims) identified in Item 1 as of June 22, 2022, and (d) that the holder has received a copy of the Solicitation Package and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

YOUR RECEIPT OF THIS BALLOT DOES NOT
SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL
BE ALLOWED.

Name of Creditor:

85 Flatbush Mezz LLC
(Print or Type)

Social Security or Federal Tax ID No.: _____

Signature: _____

Print Name: Eli Tabak

Title: Chief Executive Officer

(If Appropriate)

Street Address: 225 Broadway, 32nd Floort

City, State, Zip Code: New York, New York 10007

Telephone Number: (212) 991-6600

Email Address: etabak@bluestonegrp.com

Date Completed: June 22, 2022

Please check one or both of the below boxes if the above address is a change of address for the purpose(s) of:

- ☐ Future notice mailings in this Chapter 11 Case; and/or
- ☐ Distributions, if any, upon your Claim in this Chapter 11 Case This Ballot shall not constitute or be deemed a Proof of Claim or Equity Interest, an assertion of a Claim or Equity Interest, or the allowance of a Claim or Equity Interest.

YOUR VOTE MUST BE SENT IN AMPLE TIME TO BE RECEIVED BY TH HOLDCO, THROUGH ITS COUNSEL AS INDICATED HEREIN, BY 4:00 P.M. (PREVAILING EASTERN TIME) ON JUNE 22, 2022, OR YOUR VOTE WILL NOT BE COUNTED.

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT TH HOLDCO'S ATTORNEYS AT (212) 768-6808 OR EMAIL 85FLATBUSHRHOBALLOTS@DENTONS.COM. PLEASE NOTE THAT DENTONS US LLP IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE